Bylaws of the National Drone and STEM Advancement Foundation

Article I: Name and Purpose

Section 1. Name
The name of this organization shall be the National Drone and STEM Advancement Foundation ("the Foundation").

Section 2. Purpose
The Foundation is organized exclusively for educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code. Its mission is to advance education and workforce development in drone technology, STEM fields (Science, Technology, Engineering, and Mathematics), and related disciplines through programs, outreach, and partnerships, particularly in underserved communities.

Article II: Offices

Section 1. Principal Office
The principal office of the Foundation shall be located in the State of Mississippi.

Section 2. Other Offices
The Foundation may also have offices at such other places as the Board of Directors may determine.

Article III: Membership

The Foundation shall have no members. The affairs of the Foundation shall be managed by its Board of Directors.

Article IV: Board of Directors

Section 1. General Powers
The Board of Directors shall manage the affairs of the Foundation.

Section 2. Number and Composition
The Board shall consist of five (5) to nine (9) directors. Directors must be residents of the United States and have an interest or background in education, STEM, drone technology, or nonprofit development.

Section 3. Term of Office
Directors shall serve three (3) year terms. Directors may serve no more than three (3) consecutive terms.

Section 4. Election of Directors
New directors shall be elected by a majority vote of the existing Board of Directors at the annual meeting.

Section 5. Vacancies
Vacancies on the Board shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 6. Removal
A director may be removed for cause by a two-thirds (2/3) vote of the Board.

Section 7. Compensation
Directors shall not receive compensation for their services but may be reimbursed for reasonable expenses incurred on behalf of the Foundation.

Article V: Meetings

Section 1. Regular Meetings
The Board shall hold at least three (3) regular meetings each year, one of which shall be designated the annual meeting. Meetings can be in-person, telephone and/or via electronical means.

Section 2. Special Meetings
Special meetings may be called by the President or by any two (2) directors with at least five (5) days' notice.

Section 3. Notice
Notice of meetings shall be given to each director personally, by mail, email, or telephone, at least five (5) days prior to the meeting.

Section 4. Quorum
A majority of directors (3 of 5) shall constitute a quorum.

Section 5. Voting
Each director shall have one vote. Decisions shall be made by majority vote of those present unless otherwise specified in these bylaws.

Section 6. Electronic Participation
Meetings may be held by conference call or other electronic means where all participants can hear each other. Participation by such means constitutes presence in person.

Article VI: Officers

Section 1. Officers

The officers of the Foundation shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term

Officers shall be elected by the Board at the annual meeting and shall serve a one-year term. Officers may be re-elected for consecutive terms.

Section 3. Duties

- President: Presides over meetings and oversees the Foundation's operations.
- Vice President: Acts in place of the President when absent.
- Secretary: Keeps minutes and records of meetings and manages Foundation correspondence.
- Treasurer: Maintains financial records and reports on the Foundation's finances.

Section 4. Removal and Vacancies

An officer may be removed by a majority vote of the Board. Vacancies may be filled by Board appointment for the remainder of the term.

Article VII: Committees

The Board may establish standing or ad hoc committees as needed to carry out the Foundation's mission. Committee members may include non-directors but must be chaired by a board member.

Article VIII: Fiscal Matters

Section 1. Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

Section 2. Funds and Audits

The Board shall adopt policies for financial oversight. The accounts shall be reviewed or audited as required by law or Board decision.

Section 3. Deposits and Disbursements

All Foundation funds shall be deposited in bank accounts in the name of the Foundation. Disbursements shall be made as authorized by the Board.

Article IX: Conflict of Interest

The Board shall adopt a conflict-of-interest policy applicable to all directors, officers, and key employees, ensuring decisions are made in the Foundation's best interest.

Article X: Indemnification

To the fullest extent permitted by Mississippi law, the Foundation shall indemnify its directors and officers against expenses and liabilities incurred in connection with the Foundation.

Article XI: Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting, provided notice of the proposed amendment is given at least five (5) days in advance.

Article XII: Dissolution

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, preferably to organizations with a similar mission. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the State of Mississippi.

Leonard Boothe, September 15, 2025

Signed by

Leonard Boothe, Executive Director